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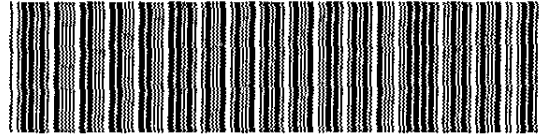
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**HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.**

ATTORNEYS AT LAW

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JACKSONVILLE, FLORIDA 32202-5059

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November 15, 2002

**VIA FEDERAL EXPRESS – PRIORITY**

Corporate Information Services  
1201 Hays Street  
Tallahassee, Florida 32301

**RE: Articles of Incorporation for J.D. Smith Trail Home Owners Association, Inc.**

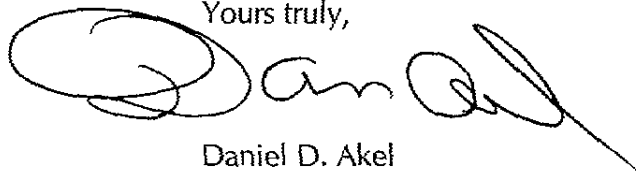
Ladies/Gentlemen:

We enclose the above referenced original document in duplicate to be filed with the Secretary of State on Monday, November 18, 2002 and our firm's trust account check in the amount of \$70.00 made payable to the Division of Corporations representing their filing fee. Please bill our firm accordingly for your fee for expediting the filing of the enclosed Articles.

Please advise, via facsimile and via U.S. mail of the approval and filing of this instrument. Please advise should you require additional information.

Thank you for your assistance.

Yours truly,

A handwritten signature in black ink, appearing to read "Daniel D. Akel", with a long, sweeping horizontal line extending to the right.

Daniel D. Akel

DDA/sml  
Enclosure  
Cc: Richard M. Davis

**ARTICLES OF INCORPORATION  
OF  
J. D. SMITH TRAIL HOME OWNERS ASSOCIATION, INC.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We, the undersigned, a natural person of the age of 21 years or more, acting as incorporator of a corporation under Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for the corporation.

**Article I**

Section 1.1. *Name.* The name of the corporation is J. D. SMITH TRAIL HOME OWNERS ASSOCIATION, INC. (the "Corporation").

Section 1.2. *Address.* The street address of the principal office of the corporation is S. R. 121 North, Macclenny, Florida 32063, and the mailing address of the corporation is Post Office Box 387, Macclenny, Florida 32063.

**Article II**

Section 2.1. *Nonprofit.* The Corporation does not afford pecuniary gain, incidentally or otherwise, to its members.

**Article III**

Section 3.1. *Duration.* The period of its duration is perpetual, and its corporate existence shall begin upon filing.

**Article IV**

Section 4.1. *Purposes.* The purpose for which the Corporation is organized is to promote and develop the common good and social welfare of residents of communities which shall be developed by Long Branch Farms, LLP, a Florida limited liability partnership, or by any of its subsidiaries successors or assigns (the "Developer") on all or a portion of the lands in Baker County, Florida.

Section 4.2. *Application of restrictions.* Only those portions of the lands described in the Developer's Warranty Deed or of lands subsequently acquired by the Developer which

are actually subjected to the covenants, liens, charges, conditions, or restrictions by deed, indenture, or agreement, executed by the Developer, or Declaration approved, ratified, or adopted by resolution of the Board of Directors of this Corporation, shall be considered as the community or communities described in these Articles of Incorporation and the proper object of the powers and purposes of this Corporation.

Section 4.3. *Corporate powers.* The Corporation shall have the power:

- a. to take and hold any property;
- b. to establish, administer, and enforce covenants, conditions, restrictions, reservations, servitudes, profits, licenses, easements, liens or charges for the support and benefit of the Corporation and the welfare or betterment of the communities or residents;
- c. to construct, install, extend, operate, maintain, repair, and replace utilities, systems, services, or other facilities on the property for the welfare or betterment of the communities or residents;
- d. to manage, regulate, and control the common or community use and enjoyment of the property services, or facilities for the welfare or betterment of the communities or the residents;
- e. to hire attorneys, accountants, private security guards or guard services, property managers or property management companies, and others to assist it and/or its Directors in the administration of its duties and/or for the general well being and welfare of the owners;
- f. to sell, convey, dispose of or lease any property;
- g. to lay out, open, construct and maintain public streets and roads within the lands described in said Warranty Deed; and
- h. to purchase, own, lease and operate for the benefit and use of the residents of the communities, recreational, eating and lodging facilities and to apply for and hold, sell, lease or convey franchises or apply for the transfer of licenses issued by governmental

agencies pertaining to the recreational, eating, or lodging facilities, including the dispensing or sale of alcoholic beverages.

i. The Corporation shall have all powers conferred upon it by law and by the Declaration of Covenants, Conditions and Restrictions of Long Branch Farms, LLP ("Declaration"). The Corporation shall not be organized nor operated for profit, nor shall it participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

#### **Article V**

Section 5.1. *Membership.* Every person or entity who is the owner of a fee or of the equitable title in a lot or living unit, when purchasing under a contract, and who is subject to assessment, either present or future, by the Corporation, pursuant to the provisions of any recorded instrument relating to assessment, shall be a member of the Corporation. For the purpose of determining membership, ownership will be deemed to have vested upon delivery of a duly executed deed or contract to the grantee or vendee. The legal title retained by a vendor selling under a contract that is essentially a security device shall not qualify the vendor for membership. Foreclosure of a contract or repossession for any reason of a lot or unit sold under contract shall terminate the vendee's membership, whereupon all rights to membership shall re-vest in the vendor.

Section 5.2. *Voting rights.* Members shall be all the owners as defined in Section 5.1, including the developer. Each member shall be entitled to one (1) vote for each full acre owned. When more than one (1) person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determined, but in no event shall more than one (1) vote per full acre be cast with respect to any lot. Members shall not be entitled to a vote for any partial acre.

Members other than the developer are entitled to elect at least the majority of the members of the Board of Directors of the Association when the earlier of the following of the

events occurs:

The earlier of three (3) months after ninety percent (90%) of the Property described on Exhibit "A" of the Declarations and additional lands as described in Article III, Section 2 of the Declarations (based on acreage), have been conveyed to members, (other than Declarant), or such other percentage of the acreage has been conveyed to members as set forth in Section 720.307 (1), Florida Statutes. For purposes of this section, the term "members other than developer" shall not include builders, contractors, or others who purchase acreage for the purpose of constructing improvements or placing mobile or modular homes thereon for resale. The developer is entitled to elect at least one (1) member of the Board of Directors of the Association as long as the developer holds for sale in the ordinary course of business at least five percent (5%) of the acreage in all phases of the community.

Section 5.3. *Suspension of membership rights.* The membership rights (including voting rights) of any Member may be suspended by action of the Board of Directors if the Member has failed to pay when due any assessment or charge lawfully imposed upon him or any property owned by him and such delinquency is in excess of ninety (90) days or as otherwise provided in Section 720.305(3), Florida Statutes, or if the Member, his family, his tenants, or guests of any of them, shall have violated any rule or regulation of the Board regarding the use of any property or conduct.

#### **Article VI**

Section 6.1. *Registered office and agent.* The street address of the initial registered office of the Corporation is One Independent Drive #2301, Jacksonville, Florida 32202. The name of the initial registered agent of the Corporation in this state is DANIEL D. AKEL.

#### **Article VII**

Section 7.1. *Incorporators.* The name and address of the Incorporator is as follows: Richard M. Davis, Post office Box 387, Macclenny, Florida 32063

## Article VIII

Section 8.1. *Board of directors.* The Corporation shall have four directors who shall constitute the Board of Directors and the governing body of the corporation. The initial Board of Directors shall consist of four directors who shall hold office until the election of their successors for the term stated. Beginning with the first annual meeting, the members at each annual meeting shall elect one director for a term of five years. The names and addresses of those persons who shall act as directors until the election of their successors are:

Michael H. Stokes  
18500 Macclenny Road  
Jacksonville, Florida 32234

John Kennedy  
595 South 6<sup>th</sup> Street  
Macclenny, Florida 32063

Richard M. Davis  
Post Office Box 387  
Macclenny, Florida 32063

Richard H. Davis  
Post Office Box 387  
Macclenny, Florida 32063

Section 8.2 *Indemnification.* Every Director and every officer of the association shall be indemnified by the association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claims for reimbursement or indemnification hereunder

based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

Section 8.3. *Voting.* Except as herein otherwise specified, the decision of the majority of the directors currently serving shall be required and shall be sufficient to authorize any action on behalf of the Corporation. Each director shall be entitled to one vote on every matter presented to the Board of Directors.

Section 8.4. *Meetings.* Any meeting of the members or of the Board of Directors of the Corporation may be held in or outside the State of Florida.

Section 8.5. *Fidelity Bonding.* The Association may obtain and maintain blanket fidelity bonds on each Director, officer and employee of the Association and of any management firm. The total amount of fidelity bond coverage shall be based upon the best business judgment of the Board of Directors and shall not be less than the estimated maximum funds including reserve funds, in the custody of the Association or management firm, as the case may be, at any given time during the term of each bond. The fidelity bond shall name the Association as an obligee and shall contain waivers by the issuers of the bonds of all defenses based upon the exclusion of persons serving without compensation from the definition of "employees" or similar terms or expressions. The premiums on all bonds shall be paid by the Association as a common expense (except for the premiums on fidelity bonds maintained by the management firm, if any). The bonds shall provide that they may not be cancelled or substantially modified (including cancellation for nonpayment of premium) without at least 10 days prior written notice to the Association.



## **Article IX**

Section 9.1. *Officers.* The Association shall have a President of the Association assisted by the Vice President, Secretary and Treasurer, who shall perform the duties of such offices as is described in the By-Laws and customarily performed by like officers of nonprofit homeowner association corporations, subject to the direction of the Board of Directors.

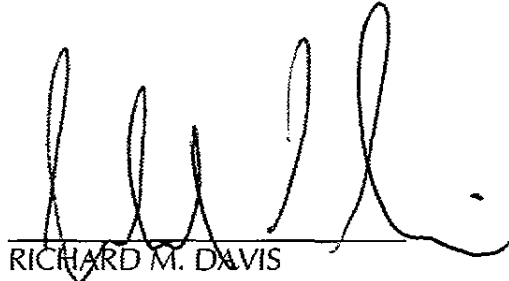
## **Article X**

Section 10.1. *Liquidation into successor organization.* Upon dissolution or other termination of the Corporation, no part of the property of the Corporation, nor any of the proceeds of the property, shall be distributed to the members of the Corporation as such, but all the property and proceeds shall, subject to the discharge of valid obligations of the Corporation, be distributed as directed by the members of the Corporation to the governing body of any community or communities for the welfare of which the Corporation shall have been operated or to one or more corporation or other organization not organized for profit and operated exclusively for the promotion of social welfare, and which does not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

## **Article XI**

Section 11.1. *Miscellaneous.* In the event of conflict between the provisions of these Articles and the Declaration, the provisions of the Declaration shall prevail; in the event of conflict between these Articles and the By-Laws the provisions of these Articles shall prevail.

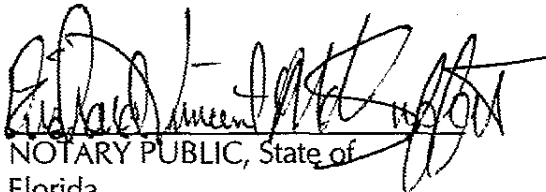
Dated 11-8, 2002.

  
RICHARD M. DAVIS

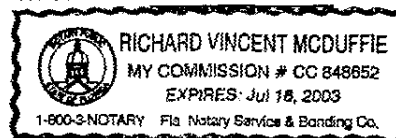
STATE OF FLORIDA  
COUNTY OF BAKER

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared RICHARD M. DAVIS, to me well known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation. Further, he is personally known to me.

WITNESS my hand and official seal in the County and State named above, this 8  
day of November, 2002.

  
NOTARY PUBLIC, State of  
Florida  
My Commission Expires: \_\_\_\_\_  
Commission # \_\_\_\_\_

J.D.TrailHOA.Articles final 11-8-02.sba/sml



**ACCEPTANCE OF REGISTERED AGENT**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Daniel D. Akel accepts the designation as registered agent of J.D. TRAIL HOME OWNERS ASSOCIATION, LLP, a Florida limited liability partnership, by acceptance below.

11-15, 2002.



DANIEL D. AKEL  
One Independent Drive, Suite 2301  
Jacksonville, FL 32202